

South Dakota Science and Technology Authority Board of Directors
Special Telephonic Meeting Minutes
Wednesday, June 29, 2016
Lead, South Dakota

The Board of Directors of the South Dakota Science and Technology Authority convened at 1:04 PM Mountain Time (MT) on Wednesday, June 29, 2016, via teleconference. Listening posts for the public were established at the office of the SDSTA at 630 E. Summit Street, Lead, South Dakota, and at the conference room of the South Dakota Department of Tourism and State Development, 711 East Wells Avenue, Pierre, South Dakota.

MEMBERS OF THE BOARD IN ATTENDANCE BY TELEPHONE

Mr. Paul Christen
Mr. Dana Dykhous, Vice-Chairperson
Ms. Patricia Lebrun, Secretary/Treasurer
Mr. Ron Wheeler, Vice-Chairperson

MEMBERS OF THE BOARD WHO WERE NOT IN ATTENDANCE

Dr. Ani Aprahamian
Mr. Casey Peterson, Chairperson
Dr. Heather Wilson
Dr. Robert Wilson

SDSTA STAFF IN ATTENDANCE

Ms. Michele Baumann, Contracts Specialist
Mr. Tim Engel, Legal Counsel (*by telephone*)
Ms. Nancy Geary, Chief Financial Officer
Mr. Mike Headley, Executive Director (*by telephone*)
Ms. Mandy Knight, Administrative Services Manager

ITEM 1. CALL TO ORDER

Vice-Chairperson Mr. Ron Wheeler called the meeting to order. All members were present by roll call except Dr. Ani Aprahamian, Chairperson Casey Peterson, Dr. Heather Wilson and Dr. Robert Wilson.

Vice-Chairperson Wheeler asked participants at the listening posts in Pierre and Lead to identify themselves. There was no response at the Pierre listening post. Only the staff persons listed above were present at the Lead listening post.

ITEM 2. APPROVE AGENDA

Vice-Chairperson Wheeler requested a motion to approve the agenda.

Motion by Mr. Christen and second Mr. Dykhous to accept the agenda as presented. By roll call vote, the motion passed unanimously.

ITEM 3. DISCLOSURE UNDER HOUSE BILL 1214

SDSTA Legal Counsel Mr. Tim Engel introduced the topic and called the board's attention to the Request for State Board Waiver submitted by ex-officio, non-voting board member Dr. Heather Wilson.

Mr. Engel reported that his investigation revealed that there are no direct contractual relationships between SDSTA and either Dr. Heather Wilson or the South Dakota School of Mines & Technology (SDSM&T) that would require a waiver request at this time.

The waiver request submitted by Dr. Heather Wilson discloses several contracts which do not constitute conflicts of interest in the usual sense, but are deemed to be conflicts under the statute. Acting on behalf of Dr. Heather Wilson, Mr. Engel referred to the board materials and said there are approximately 30 contracts between the SDSM&T and other entities. Mr. Engel said Dr. Heather Wilson is only required to disclose these and request this waiver because she receives a salary from the SDSM&T. Mr. Engel said to his knowledge, Dr. Heather Wilson does not have any direct interest in any of the contracts provided. The statute requires that she disclose them because of that indirect relationship and that the board provide a waiver.

Vice-Chairperson Wheeler said he read through the contract list provided and agrees with Mr. Engel. The law requires that the president of the SDSM&T be an ex-officio board member, and Vice-Chairperson Wheeler said he does not see any conflict.

Vice-Chairperson Wheeler said he did not have any questions and knows Dr. Heather Wilson will be available if a question arose. He asked if any other board members have any questions for Dr. Heather Wilson after reviewing all the materials. Mr. Christen, Ms. Lebrun and Mr. Dykhous each replied they had no questions for Dr. Wilson.

ITEM 4. CONSIDERATION OF WAIVER

Mr. Engel suggested that the board adopt the proposed motion with the addendum that the board would authorize Vice-Chairperson Dykhous to sign the waiver form required by the statute. Mr. Engel said on behalf of Dr. Heather Wilson, he had described the general nature of the conflicts and a list of the contracts was provided to the board.

Motion by Mr. Christen and second by Ms. Lebrun to find that the disclosed transactions and terms of the contracts are fair, reasonable and not contrary to the public interest, grant a waiver for all such transactions and contracts, and authorize Vice-Chair Dana Dykhous to sign the State Board Disclosure Laws Waiver Authorization Pursuant to SDCL 3-23-3. By roll call vote, the motion passed unanimously.

ITEM 5. ADJOURN

Vice-Chairperson Wheeler requested a motion to adjourn.

Motion by Mr. Dykhous and second by Mr. Christen to adjourn. The motion passed unanimously.

The meeting adjourned at 1:15 PM (MT) on June 29, 2016.